

**BY-LAWS**  
**of the**  
**PERSONAL CARE ATTENDANT QUALITY HOME CARE WORKFORCE COUNCIL**

**ENABLING ACT**

The Personal Care Attendant Quality Home Care Workforce Council (the “PCA Workforce Council”) is created by and exercises its powers and responsibilities in accordance with Massachusetts Law, including the provisions of Chapter 118G, §§ 28 and 33 of the Massachusetts General Laws (“M.G.L.”), as added by Chapter 268 of the Acts of 2006 (the “Enabling Act”). The purpose of the PCA Workforce Council is to insure the quality of long-term, in-home, personal care by recruiting, training and stabilizing the work force of personal care attendants. In the performance of its duties, as specified in Chapter 118G, § 30, the PCA Workforce Council shall recognize the rights of consumers to select, hire, schedule, train, direct, supervise, and terminate any personal care attendant providing services to them. The PCA Workforce Council shall file a performance review report with the Governor and the Legislature every two years beginning December 1, 2008.

**ARTICLE I**

**1.1     Office**

The PCA Workforce Council may from time to time establish and maintain a principal office or offices at a place or places within the Commonwealth of Massachusetts as it determines to be necessary or convenient.

**1.2     Books and Records**

Except as may be otherwise required or permitted by vote of the PCA Workforce Council, or as the business of the PCA Workforce Council may from time to time require, all of the PCA Workforce Council’s books, documents, papers, and minutes shall be kept at its principal office. These documents shall be available at all reasonable times for inspection by any member of the PCA Workforce Council and as otherwise required by law.

**1.3     Fiscal Year**

The fiscal year of the PCA Workforce Council shall commence with the first day of July and end with the ensuing thirtieth day of June.

## ARTICLE II

### 2.1 **Membership of the PCA Workforce Council**

The PCA Workforce Council shall consist of nine members whose appointments, terms, and qualifications shall be governed by the provisions of Chapter 118G and all other applicable laws. The PCA Workforce Council shall perform the duties imposed by the Enabling Act, these By-laws, and by vote of the PCA Workforce Council. Any appointed member may resign by sending a written letter of resignation to the Chairperson and his/her appointing authority. A resignation shall be effective upon acceptance. In the event of a vacancy among the appointed members of the PCA Workforce Council, the Chairperson shall promptly notify the appointing authority, who may appoint a replacement. Subject to the provisions of M.G.L. c.118G, § 29, or any other applicable law concerning the initial members, all appointed members shall serve such terms as shall be determined by the Governor. A person appointed to fill a vacancy shall serve only for the unexpired term of the member who is being replaced. Any appointed member shall be eligible for reappointment.

All persons appointed to the PCA Workforce Council shall be sworn to the faithful performance of their duties by an oath taken in accordance with M.G.L. c. 30, §§ 11 and 12. All members of the PCA Workforce Council shall perform their duties diligently, including attending meetings, and keeping themselves informed about matters relating to the PCA Workforce Council. If an appointed member fails to attend three successive meetings without notifying the Chairperson as to the reason for the absences, the Chairperson, at her discretion, may notify that member's appointing authority regarding the absences.

Members of the PCA Workforce Council shall serve without compensation. Members shall be reimbursed for their actual expenses necessarily incurred in the performance of their Council duties, subject to appropriation and pursuant to reimbursement policies approved by the PCA Workforce Council.

### 2.2 **Chairperson**

The Secretary of Health and Human Services, *ex officio*, shall serve as Chairperson of the PCA Workforce Council. The Chairperson shall have the powers and duties as are commonly incident to the office, powers and duties as may be imposed by law, or powers and duties as the PCA Workforce Council may from time to time delegate by vote. The Chairperson shall establish the agenda for all meetings of the PCA Workforce Council, shall preside over all meetings of the PCA Workforce Council, and shall have other powers and duties as the members of the PCA Workforce Council shall determine.

### 2.3 **Vice Chairperson**

When appropriate, the members of the Council shall annually elect one of its members to serve as Vice Chairperson for a one-year term. The Vice Chairperson shall perform the duties of Chairperson in the absence or incapacity of the Chairperson, unless there is another individual designated to perform the functions of the Chairperson. In the absence or incapacity of the Vice Chairperson, or in the case of his/her resignation or death, the members shall elect a new Vice Chairperson, who shall serve the remainder of the Vice Chairperson's one-year term. A member

serving as Vice Chairperson may be removed from his/ her capacity as Vice Chairperson by a vote of the members of the Council, with or without cause. The Vice Chairperson may resign by sending a written letter of resignation to the Chairperson.

#### **2.4 Treasurer**

When appropriate, the members of the PCA Workforce Council shall annually elect one of its members to serve as Treasurer for a one-year term. The Treasurer shall have the powers and duties as are commonly incident to the office of Treasurer, powers and duties as may be imposed by law, and powers and duties as the PCA Workforce Council may from time to time delegate by vote. In the absence or incapacity of the Treasurer, or in the case of the Treasurer's resignation or death, the members shall elect a new Treasurer, who shall serve the remainder of the Treasurer's one-year term. A member serving as Treasurer may be removed from his or her capacity as Treasurer by a vote of the members of the PCA Workforce Council, with or without cause. The Treasurer may resign by sending a written letter of resignation to the Chairperson.

#### **2.5 Other Officers and Duties**

The PCA Workforce Council may appoint other officers that are necessary to the functioning of the PCA Workforce Council. Any officer who may be appointed by the PCA Workforce Council shall each have the powers and duties as are commonly incident to his/her office, the powers and duties as may be imposed by law, or the powers and duties as the PCA Workforce Council may from time to time delegate by vote. Any officer appointed by the PCA Workforce Council may be removed from his/her capacity as an officer by a vote of the members of the PCA Workforce Council, with or without cause. Any officer appointed by the PCA Workforce Council may resign by sending a written letter of resignation to the Chairperson.

#### **2.6 Employees, Agents and Subcontractors**

Subject to appropriation, the PCA Workforce Council may employ such staff, agents, or contractors as may be necessary to the functioning of the PCA Workforce Council. The PCA Workforce Council may also, subject to M.G.L. c. 118G, § 32, make and execute contracts necessary for the performance of its duties or exercise of its powers.

### **ARTICLE III**

#### **3.1 Regular Meetings**

Regular meetings of the PCA Workforce Council for the transaction of any lawful business of the PCA Workforce Council shall be held with such frequency as the Chairperson and the PCA Workforce Council may determine, but at least once each calendar quarter. The Council shall annually establish its meeting schedule for year.

In the absence of the Chairperson, or upon the failure of the Chairperson to act, five members of the PCA Workforce Council may call a meeting by submitting a written request to the Chairperson. The Chairperson shall schedule the meeting within three business days of receipt of the written request, and the meeting shall be held within ten business days of receipt of the written request. Notice shall be provided to the members as set forth in Section 3.4. Meetings of

the PCA Workforce Council shall be held at the principal office of the PCA Workforce Council or such other place as may be designated in the notice of the meeting. Any regularly scheduled meeting of the PCA Workforce Council may be cancelled or rescheduled by the members at any prior meeting of the PCA Workforce Council.

### **3.2 Annual Meeting**

An Annual Meeting of the PCA Workforce Council shall be held in the month of September in each year for all purposes, including the election of any officers.

### **3.3 Special Meetings**

Special meetings of the PCA Workforce Council may be held at any time and at any place within the Commonwealth when called by the Chairperson for the purpose of transacting any business. In the event that the Chairperson fails or refuses to call a special meeting, five members of the PCA Workforce Council may call a meeting by submitting a written request to the Chairperson. The Chairperson shall schedule the special meeting within three business days of receipt of the written request, and the meeting shall be held within ten business days of receipt of the written request. Reasonable notice of any special meeting shall be given to each member of the PCA Workforce Council by the Chairperson, or the Chairperson's designee. Notice shall be deemed sufficient if sent by mail, facsimile, electronic mail, telephone, or hand delivery at least three business days before the time fixed for the meeting. Notice of a special meeting shall include a general summary of the business expected to come before the meeting. At such special meeting, no business shall be considered other than as designated in the notice, but if all members either are present at the special meeting or have signed a waiver of notice and consent to the consideration of other business at the special meeting, any and all business may be transacted at the special meeting.

### **3.4 Notice**

The notice of a meeting shall describe in broad terms the business to be conducted at the meeting. At least two business days before the time of the meeting, the Chairperson, or the Chairperson's designee, shall provide notice of the time and place of each meeting to each member of the PCA Workforce Council, and shall also provide each member with a copy of the agenda and any documents that are related to an agenda item scheduled for a vote. If a subcommittee of the PCA Workforce Council would like to have the Council consider an issue, the subcommittee shall provide the Chairperson, or the Chairperson's designee, with written notice of its request, accompanied by any documents that it would like the PCA Workforce Council to consider, at least three business days before the meeting.

In emergency circumstances, less than two business days notice may be given by such means as will reasonably inform members of the time, place, and subject of the meeting.

Notice of all meetings shall be given by mail, facsimile, electronic mail, telephone, or hand delivery or other delivery in writing to each member at their last known business or residential address, or by handing the member a written notice. Whenever any notice is required, a waiver of notice in writing, signed by the person entitled to the notice, whether before or after the time

of event noticed, shall be deemed equivalent to timely and effective notice and shall be retained with the records of the meeting.

Public notice of meetings shall be given by the Chairperson, or the Chairperson's designee, in accordance with the provisions of M.G.L. c. 30A, § 11A½ (the "Open Meeting Law").

### **3.5 Transaction of Business**

Except as otherwise provided in these By-laws, at any meeting the PCA Workforce Council may consider and act upon any business described in the notice of the meeting and any additional business if no member present objects to such consideration or action prior to adjournment.

### **3.6 Conduct of Meetings**

Meetings of the PCA Workforce Council shall be conducted in accordance with the Open Meeting Law. Meetings shall be open to the public, except as otherwise provided in the Open Meeting Law.

### **3.7 Quorum**

Five members of the PCA Workforce Council shall constitute a quorum. No vacancy in the membership of the PCA Workforce Council shall impair the right of a quorum to exercise all the rights and duties of the PCA Workforce Council. In the absence of a quorum, the Chairperson may recess a meeting to some other time or until a quorum is obtained.

The affirmative vote of a majority of the members of the PCA Workforce Council shall be necessary and sufficient for any action to be taken by the PCA Workforce Council.

### **3.8 Participation by Telephone or Telecommunications Device**

If a quorum of the members of the PCA Workforce Council is physically present at a meeting of the PCA Workforce Council, one or more other members may participate by means of a conference telephone or similar communications equipment so that all persons participating in or attending the meeting can speak to and hear each other. Any member who is not physically present at a meeting of the PCA Workforce Council shall not be entitled to vote at that meeting.

### **3.9 Delegation to Authorized Individuals or Committees**

The PCA Workforce Council may delegate any and all things necessary or convenient to carry out or perform actions authorized or taken by the PCA Workforce Council in the exercise of its powers to any one or more members, officers, or employees of the PCA Workforce Council.

## **ARTICLE IV**

### **4.1 Subcommittees**

The PCA Workforce Council may create and define the duties of standing and temporary subcommittees for any purpose as may be necessary to the functioning of the PCA Workforce Council. The PCA Workforce Council shall appoint the members of any such subcommittees from among the members of the PCA Workforce Council. Any subcommittee that the PCA Workforce Council creates may decide whether to elect a chairperson from among the members of that subcommittee. Subcommittees shall report regularly on their activities to the members of the PCA Workforce Council. Any such subcommittees shall be advisory and shall make recommendations to the PCA Workforce Council. These subcommittees shall have all of the powers and duties as determined by the PCA Workforce Council. No action of a subcommittee shall in any way bind the PCA Workforce Council. Any conflict among members of a subcommittee may be presented to and resolved by the PCA Workforce Council. The PCA Workforce Council may disband any subcommittee at any time, with or without cause. Any subcommittee that the PCA Workforce Council creates shall comply with the provisions of the Open Meeting Law.

## **ARTICLE V**

### **5.1 Amendment**

These By-laws may be amended, added to, altered, or repealed in whole or in part by the affirmative vote of at least five members of the PCA Workforce Council at any meeting of the PCA Workforce Council, provided that the notice to the members shall specify the subject matter of the proposed amendment or the Article or Articles of the By-laws to be affected.

### **5.2 Execution of Instruments, Contracts**

Except as otherwise provided by law or by vote of the PCA Workforce Council, any contracts or other written instruments or documents may be signed, acknowledged, and delivered, in the name of and on behalf of the PCA Workforce Council, by the Chairperson only after the PCA Workforce Council has voted to approve said contracts and has specifically authorized the Chairperson to sign any such contracts.